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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

12 AVENUE FLOWERS, CORP.

Certificate of Status	0
Certified Copy	1
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F. CHESLER

FEB 2 5 2000

ARTICLES OF INCORPORATION

of

12 AVENUE FLOWERS, CORP.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

12 AVENUE FLOWERS, CORP.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>407 SW 12 AVE.</u>		
CITY	<u>MIAMI</u>	FLORIDA
		ZIP <u>33135</u>
Mailing address, if different		
STREET ADDRESS		
CITY	<u>FLORIDA</u>	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is

NAME	<u>JULIAN ALONSO</u>		
ADDRESS	<u>2101 SW 16 St</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33145</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	LEONARDO ESQUIVEL		
ADDRESS	4730 NW 2 TERR.		
CITY	MIAMI	STATE	Florida ZIP 33126
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	LEONARDO ESQUIVEL		
ADDRESS	4730 NW 2 TERR.		
CITY	MIAMI	STATE	Florida ZIP 33126
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 22nd day of FEBRUARY, 2000.

Julian Alaraz (Signature)

____ (Signature)

____ (Signature)

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

12 AVENUE FLOWERS, CORP.
(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 407 SW 12 AVE.

MIAMI, FLORIDA 33135

has named JULIAN ALONSO

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Julian Alonso
(Signature)

2/22/00
(Date)

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